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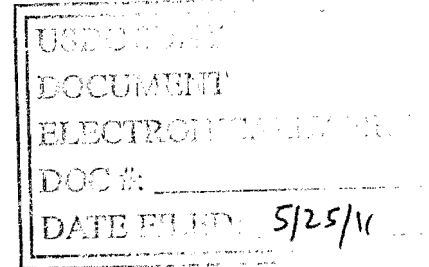
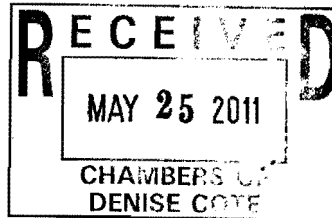
MEMO ENDORSED

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May 24, 2011

The Honorable Denise L. Cote
United States District Court
Southern District of New York
500 Pearl Street, Room 1040
New York, NY 10007



Re: *Suzanne Cruise Creative Services, Inc. et al. v. Barrington Studios Ltd. et al.*,
Case No. 10 CV 4293 (DLC)

Dear Judge Cote:

We represent Barrington Studios Ltd., George Lencsak, Shopko Stores Operating Co., LLC, Fred Meyer Stores, Inc., CVS Caremark Corporation, Big Lots, Inc., and Dollar General Corporation. I am writing to inform your Honor of the progress made between the parties at the mediation conference before Magistrate Judge Freeman on May 23, 2011. The parties believe that the mediation was productive and have made significant progress on a possible settlement. We have a phone conference with Magistrate Judge Freeman on June 17, 2011 to report on additional progress of settlement negotiations (if not final settlement).

In light of the progress made at the mediation conference, the parties respectfully request that the status conference currently scheduled for June 1, 2011 at 3 p.m. be adjourned until after our June 17 conference with Magistrate Judge Freeman. The parties are hopeful that a settlement can be reached prior to that date or shortly thereafter. In the event that the status conference does go forward, we further request that Ms. DePriest, counsel for defendants who is in Reed Smith's Chicago office and is admitted *pro hac vice* in this action, be permitted to appear by phone. I will attend in person on behalf of defendants.

In addition, we are mindful of the Court's ruling that no further extensions for the reply brief for defendant George Lencsak's Motion to Dismiss would be granted. As such, and given the progress of settlement discussions, we respectfully request, that defendant Lencsak be permitted to withdraw his Motion to Dismiss with leave to reinstate it and file a reply in the event that settlement negotiations are not successful.

The motion to dismiss is deemed withdrawn. The initial conference is adjourned to July 15 at 10:30 am. Ms. DePriest may appear by telephone.

Denise Cote
May 25 2011

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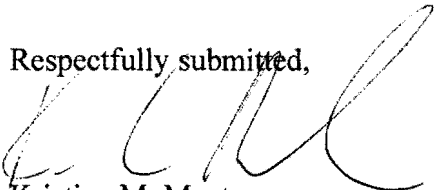
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Plaintiffs consent to each these requests.

Thank you for your consideration of this matter.

Respectfully submitted,

A handwritten signature in black ink, appearing to read 'KMM', is written over the text 'Respectfully submitted,'.

Kristina M. Mentone

KMM:eg

cc: Jennifer DePriest (*via e-mail*)
Tedd Levine (*via facsimile*)